

U.S. ex rel. FREEDMAN V. BAYADA, ET AL.
U.S. DISTRICT COURT, D.N.J.
3:19-cv-18753-FLW-ZNQ

**RELATOR’S RESPONSE TO DEFENDANTS’
MOTION FOR FEES AND COSTS**

EXHIBIT B

Begin forwarded message:

From: "George R. Gilmore, Esq." <grg@gm-law.net>

Date: July 22, 2014 at 9:20:21 AM EDT

To: "Baiada, David" <dbaiada@bayada.com>

Subject: Re: Ocean County valuation, retainer

David,

I am in agreement with your fee proposal. Would you please have the \$25,000 retainer check sent out today by FedEx. You can use our FedEx number. The address for FedEx is:

Gilmore & Monahan, P.A.
10 Allen Street, 4th Floor
Toms River, NJ 08753

I am scheduling several meetings over the next few days and plan to talk to the Board attorney today on several issues. I will keep you informed of progress.

My associate, Robin LaBue, had prepared some comments in regard to the Bayada proposal and I am attaching her memo for your review.

Any questions, please call.
George

On Jul 21, 2014, at 8:28 PM, Baiada, David <dbaiada@bayada.com> wrote:

> Goerge,

>

> As discussed today, let's move forward with the \$25k retainer. Based on your feedback, I'm amending the valuation to the following:

>

> * Option 1: \$4.1 million. Agreement to pay 5% higher than any other higher bid up to \$5 million.

> * Option 2: \$2.5 million now, plus 5% of the gross revenue for 10 years, paid in the form of an annual grant to the public health program of their choice. (my though is that this is tax deductible??)

>

> Your success fee will be \$100k for option 1, \$200k for option 2.

>

> Sound good? I don't like to lose either...looking forward to success.

>

> David

>

> -----

> David Baiada

> BAYADA Home Health Care

> Office: (856) 380-1801 | Mobile: (215) 370-4934

> www.bayada.com

>

> From: George Gilmore <grg@gm-law.net<<mailto:grg@gm-law.net>>>

> Date: Mon, 21 Jul 2014 07:09:50 -0400

> To: DAVID BAIADA <dbaiada@bayada.com<<mailto:dbaiada@bayada.com>>>

> Subject: Ocean County valuation, retainer

>

> David,

>

> Your proposal on the fee to the firm for award of the contract is acceptable. However, your proposal for an additional \$5,000 retainer is unrealistic. We have already exhausted the original retainer and I will check with staff and advise you of actual amount currently due. I believe we have to be totally pro-active not reactive over the next three weeks. To that end, I have planned to interact with key personnel in an appropriate manner to insure that Bayada's proposal was given the full consideration it deserves especially in light of the Ocean County population it will serve.

>

> I would respectfully request the \$25,000 retainer with the understanding that the remaining balance of the retainer that exists at the time of the award of the contract to Bayada be applied against the fee due the firm upon the award of the contract.

>

> I will be in meetings this morning from 8:45 through 11:00. Would be happy to discuss with you early morning or afternoon. Also, I need some explanation of the proposal you are submitting to Ocean County Board of Health. You indicate you will offer choice of three structures, which are listed as:

>

> 1. \$4.1 Million payable at closure

>

> 2. purchase price 5% higher than highest bidder up to \$5 Million

>

> 3. \$2 Million plus 5% of revenue public health grant for ten years, which you believe will equate to over \$3 Million in payments

>

> Unless I am missing something, why would BOH take #3 when it would get \$4.1 Million under #1 and up to \$5 Million under #2? I assume you would prefer #3, although your email indicates #2. Please confirm.

>

> While I can make good arguments to the BOH as to why taking the smaller dollar amount at closing with the prospect of continued payments over ten years, especially if tied to certain programs that are important to the Freeholder Board and the BOH, there needs to be better clarity on the return to the Board of Health.

>

> Feedback on Bayada Ocean County Board of Health proposal.

>

> 1. Good outline of qualifications, abilities and services offered by Bayada, but doesn't every bidder have similar qualifications and services.

>

> 2. No recognition of special circumstances of Ocean County population - high percentage of seniors and super seniors population. Need to show you recognize demands of aging population and how Bayada is best choice for meeting those demands. Need specific reference to characteristics of Ocean County population otherwise looks like generic proposal.

>

> 3. Can't hire Robert J. Fogg Esq. unless you get contract.

>

> Look forward to talking to you later today.

> George

>

>